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FROM-CENTRICA Plc SECRETARIAT

01753-494019

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**CENTRICA**

*taking care of the essentials*

**FAX MESSAGE 03 APR -8 AM 7:21**



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**To:** Office of International  
Corporation Finance, SEC

**Date:** 7 April, 2003

82-4578

**At:** 001 202 942 96 24

**Ref:** Stock Exchange Announcement

**From:** Secretariat

**No. of pages (incl. this one)** 5

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SUPPL

**Please find following a Stock Exchange Announcement recently released.**

**PROCESSED**

APR 16 2003

**THOMSON  
FINANCIAL**

**Secretariat**

dlw 4/14

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Secretariat 1<sup>st</sup> Floor Millstream Maidenhead Road Windsor Berkshire SL4 5GD

7 April, 2003

**centrica***taking care of the essentials*

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Division of Corporation Finance  
Securities and Exchange Commission  
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Washington D.C. 20549  
USA

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Berkshire SL4 5GD  
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Facsimile 01753 494001  
[www.centrica.com](http://www.centrica.com)

Dear Sir / Madam

**Centrica plc****Notification of Interests of Directors and Connected Persons**

The enclosed document is to be furnished to the Securities and Exchange Commission (the "SEC") on behalf of Centrica plc (the "Company") pursuant to the exemption from the Securities Exchange Act 1934 (the "Act") afforded by Rule 12g 3-2 (b) thereunder.

This information is being furnished under paragraph (1) of Rule 12g 3-2 (b) with the understanding that such information and documents will not be deemed to be "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Act and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Company is subject to the Act.

Yours faithfully



For and on behalf of  
Centrica plc

**SCHEDULE 11****NOTIFICATION OF INTERESTS OF DIRECTORS AND CONNECTED PERSONS****1. Name of company**

Centrica plc

**2. Name of director**

Sir Roy Gardner

3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18 or in respect of a non-beneficial interest

Director named in 2

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them (if notified)

Sir Roy Gardner

5. Please state whether notification relates to a person(s) connected with the director named in 2 above and identify the connected person(s)

N/A

6. Please state the nature of the transaction. For PEP transactions please indicate whether general/single co PEP and if discretionary/non discretionary

Exercise of executive share option over 1,336,446 shares at an option price of 81.889p per share

7. Number of shares / amount of stock acquired

1,336,446 shares

8. Percentage of issued class

Approximately 0.031%

9. Number of shares/amount of stock disposed

N/A

10. Percentage of issued class

N/A

11. Class of security

Ordinary 5 5/9 p

12. Price per share

Option price 81.889p

13. Date of transaction

4 April 2003

14. Date company informed

4 April 2003

15. Total holding following this notification

2,158,408 ordinary shares

16. Total percentage holding of issued class following this notification

Approximately 0.051%

**If a director has been granted options by the company please complete the following boxes.**

17. Date of grant

18. Period during which or date on which exercisable

19. Total amount paid (if any) for grant of the option

20. Description of shares or debentures involved: class, number

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise

22. Total number of shares or debentures over which options held following this notification

23. Any additional information

24. Name of contact and telephone number for queries

Tracy Allen – 01753 494010

25. Name and signature of authorised company official responsible for making this notification

Derek Woodward, Head of Secretariat, Centrica plc

Date of Notification

7 April 2003

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